

# **3d Supp. Kekacs Decl. Ex. 395**

5/6/2016

Gmail - CHCS



Charles-Edouard Gros <mrgros@gmail.com>

## CHCS

Pamela Zelcer <PZelcer@centermgt.com>

Thu, Dec 19, 2013 at 1:58 PM

To: "Bienenfeld, Moris" <MBienenfeld@wolffsamson.com>, Jacqueline Elisberg <JElisberg@care-one.com>

Cc: Shlomo Boehm <shlomo.boehm@gmail.com>, Daniel Straus <dstraus@care-one.com>, Charles-Edouard Gros <CGros@centermgt.com>, Lizzy Straus <lstraus@care-one.com>

Please see attached signed letter on behalf of Mr. Gros.

Thank You

Pamela

[Quoted text hidden]

Pamela Zelcer

Center Management Group

141-40 Union Turnpike  
Flushing, NY 11367

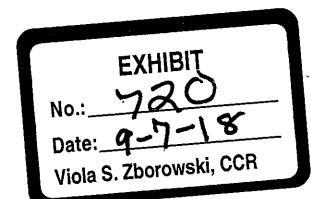
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PZelcer@CenterMgt.com

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Straus to Gros Letter PA 12-19-13.pdf  
69K



000072

DANIEL E. STRAUS  
173 Bridge Plaza North  
Fort Lee, New Jersey 07024

December 19, 2013

Charles-Edouard Gros  
Center Management Group  
141-40 Union Turnpike  
Flushing, N.Y. 11367

Dear Charles:

This will confirm our agreement regarding the proposed sale by the Catholic Health Care Services of the Archdiocese of Philadelphia ("CHCS") of its senior care facilities (the "Facilities").

At your request, I am providing to you the enclosed letter (the "Financing Letter") addressed to KPMG Corporate Finance LLC indicating my ability and willingness to provide the necessary financing (the "Financing") to a group to be formed by you (the "Purchaser") for the purchase of the Facilities.

In consideration of my providing the Financing Letter, you agree as follows:

1. The terms of the Financing, if any, to be provided by me will be satisfactory to me in my reasonable discretion.
2. At my option, I will have the right to purchase or acquire 10% of the equity of the Purchaser upon the same terms as any equity interest purchased or acquired by you. In the event I provide the Financing, the foregoing 10% shall be increased to 25%.

Please confirm your agreement to the foregoing in the space provided below.

Daniel E. Straus

  
Charles-Edouard Gros

000073

5/6/2016

Gmail - CHCS



Charles-Edouard Gros <mrgros@gmail.com>

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## CHCS

Jacqueline Elisberg <JElisberg@care-one.com>

Thu, Dec 19, 2013 at 2:29 PM

To: Pamela Zelcer <PZelcer@centermgt.com>, "Bienenfeld, Morris" <MBienenfeld@wolffsamson.com>

Cc: Shlomo Boehm <shlomo.boehm@gmail.com>, Daniel Straus <dstrauss@care-one.com>, Charles-Edouard Gros <CGros@centermgt.com>, Lizzy Straus <LStraus@care-one.com>

Attached are the executed letters from Daniel.

Thank you.

**From:** pamelazelcer@gmail.com [mailto:pamelazelcer@gmail.com] **On Behalf Of** Pamela Zelcer

**Sent:** Thursday, December 19, 2013 1:59 PM

**To:** Bienenfeld, Morris; Jacqueline Elisberg

**Cc:** Shlomo Boehm; Daniel Straus; Charles-Edouard Gros; Lizzy Straus

**Subject:** Re: CHCS

[Quoted text hidden]

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### 2 attachments



Executed Letter to Charles-Edouard Gros - Dated December 19, 2013.pdf

34K



Executed Letter to Ms. Splvack, Mr. Marcier and Mr. Metcalf - dated December 19, 2013.pdf

57K

000074

DANIEL E. STRAUS  
173 Bridge Plaza North  
Fort Lee, New Jersey 07024

December 19, 2013

Charles-Edouard Gros  
Center Management Group  
141- 40 Union Turnpike  
Flushing, N.Y. 11367

Dear Charles:

This will confirm our agreement regarding the proposed sale by the Catholic Health Care Services of the Archdiocese of Philadelphia ("CHCS") of its senior care facilities (the "Facilities").

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Please confirm your agreement to the foregoing in the space provided below.

  
Daniel E. Straus

\_\_\_\_\_  
Charles-Edouard Gros

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Daniel E. Straus  
Care One, LLC  
173 Bridge Plaza North  
Fort Lee, New Jersey 07024  
(201) 242-4000

December 19, 2013

Maureen Spivack, Managing Director  
Christopher Mercier, Managing Director  
James Metcalf, Director  
KPMG Corporate Finance LLC  
AON Center, Suite 5500  
200 E. Randolph Drive  
Chicago, IL 60601

Re: Catholic Health Care Services of the Archdiocese of Philadelphia ("CHCS")

Dear Ms. Spivack, Mr. Mercier, and Mr. Metcalf:

I have discussed the potential acquisition of CHCS' portfolio of senior care facilities with Charles-Edouard Gros of Center Management Group. By way of background, I am Chairman and CEO of Care One, LLC and its affiliated companies ("Care One"). Care One is a leading regional senior care company that owns and operates more than 60 skilled nursing facilities and related healthcare ventures, including institutional pharmacy, hospice and home health care. I first met Charles during the course of Center Management Group's negotiating the purchase of a facility from Care One. I was impressed with his integrity, care, dedication to residents, and business acumen. Charles and his team worked assiduously to ensure a seamless transition both for the residents and for Care One. More importantly, it was evident to me that Charles not only looked out for his own interests, but also focused on protecting the interests of Care One and the wellbeing of the facility residents.

As a result, I am quite interested in pursuing the CHCS transaction as a member of the Center Management Group bidding group. In order to alleviate any concerns that you or CHCS may have with respect to the bidder group obtaining traditional financing, though I do not foresee there being much difficulty in this regard, and to eliminate the need for a financing contingency as a closing condition, please find attached proof of funds in excess of the bid amount submitted by Center Management Group. This will confirm that I am prepared to make these funds available to the Center Management Group bidding group for purposes of consummating the acquisition of the CHCS portfolio of senior care facilities in accordance with the terms of the letter of intent submitted herewith.

Please feel free to contact me if you have any questions.



Daniel E. Straus

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